BAYSWATER URANIUM CORPORATION

Management Discussion and Analysis

Six Months Ended August 31, 2013

This discussion and analysis of financial position and results of operations ("MD&A") is prepared as at October 30, 2013 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the six months ended August 31, 2013 of Bayswater Uranium Corporation (the "Company" or "Bayswater") with the related notes thereto. Those unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Additional information on the Company is available for viewing on its website at www.bayswateruranium.com or on SEDAR at www.sedar.com.

Executive Summary

The Company is a natural resource company engaged in the acquisition and exploration of uranium properties. The Company's principal exploration asset is the Reno Creek uranium property, located in northeastern Wyoming (see Investment in Reno Creek Property section below). The Company also holds additional uranium interests in Saskatchewan.

The Company trades on the TSX Venture Exchange ("TSX-V") under the symbol BYU.

Forward-Looking Statements

This MD&A may contain "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this Interim MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

These forward-looking statements include, among others, statements with respect to the Company's objectives for the ensuing year, our medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the Company's future operations, future exploration and development activities or other development plans and estimated future financing requirements contain forward-looking statements.

All forward-looking statements and information are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements.

These factors include, but are not limited to, developments in world financial and commodity markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration plans due to exploration results and changing budget priorities of the Company or its joint venture partners, changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing, the effects of competition in the markets in which the Company operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the Company's anticipation of and success in managing the foregoing risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on the Company's behalf, except as required by law.

INVESTMENT IN RENO CREEK PROPERTY

The Reno Creek Property, located in Wyoming, 40 miles south of the community of Gillette, is the Company's flagship project and our corporate goal is to put the property into production in the shortest time frame possible in order to maximize shareholder value.

During the year ended February 28, 2010, the Company entered into a formal Purchase Agreement as amended (the "Agreement") with Strathmore Resources (US) Ltd. ("Strathmore"), a wholly-owned subsidiary of Strathmore Minerals Corp. (TSX-STM.V) and American Uranium Corp. (OTC:ACUC) ("American") for the acquisition (the "Acquisition") of a 100% interest in the Reno Creek uranium property, located in northeastern Wyoming (the "Reno Creek Property", "Reno Creek" or the "Property").

Reno Creek is an advanced, near–surface uranium project at the permitting/feasibility stage located in the Powder River Basin in northeastern Wyoming, a well established uranium development region. In December 2012, a new resource estimate was announced for the project, as outlined below.

The Reno Creek Property encompasses approximately 20,900 acres of claims and leases, including 588 unpatented mining claims, seven Wyoming State mineral leases, four fee (private) mineral leases, and nine surface access agreements. The deposits at Reno Creek are considered to be highly amenable to In-Situ Recovery (ISR) production, and are located in close proximity to major infrastructure, power, and other operating ISR facilities.

Effective April 7, 2010, the acquisition of the Reno Creek Property was completed through the acquisition of AUC LLC ("AUC"), a limited liability company, in consideration of the aggregate payment of US$20,000,000 to Strathmore, of which US$17,500,000 was paid in cash and US$2,500,000 was paid through the issuance of 4,422,807 common shares of the Company valued at $2,502,150. In consideration for an extensive historical database, rights to a previous deep well injection permit and in exchange for American's consent to the transaction and termination of its rights pursuant to a previous joint venture on the Property, the Company paid American US$2,000,000, of which US$1,000,000 was paid in cash and US$1,000,000 was paid through the issuance of 1,833,455 common shares of the Company.

The Company executed an investment agreement dated April 7, 2010 pursuant to which the Pacific Road Resources Funds ("PRRF"), a private mining equity investor, provided US$20,000,000 in financing to fund the purchase of the Property. The financing consisted of a US$20,000,000 investment into a special purpose entity, Reno Creek Holdings Inc., ("RCHI") (formerly referred to as "Newco"), which holds the Property indirectly through AUC. On closing of the transaction, PRRF held a 76.92% interest in RCHI and the Company held a 23.08% interest in RCHI. The Company's cost of its 23.08% interest totaled $8,250,678, which included an establishment fee of US$700,000 (originally payable on or before December 1, 2010 and subsequently amended to be paid upon, or prior to, the next capital contribution to RCHI by the Company and bearing interest at the rate of prime plus 15% per annum) and a finder's fee of US$1,000,000, both payable in conjunction with the investment agreement. The Company and PRRF entered into a shareholders' agreement in respect of RCHI which permitted the Company to contribute additional amounts to RCHI in order to achieve a 50% ownership interest. PRRF has the right to convert its investment in RCHI into common shares of the Company, subject to shareholder approval (obtained during the year ended February 28, 2011), at any time up to six months following the latter of completion of a feasibility study and mine permitting, but not later than five years from April 7, 2010 provided certain conditions are met. The shareholders' agreement also provided for equal representation on the board of RCHI, subject to adjustment, as well as unanimous RCHI shareholder approval for certain key decisions including annual work programs and budgets for the Property.

While PRRF funded the acquisition of the Property and jointly funded with the Company a US$4,000,000 working capital position in RCHI for the first year's program in 2010, Bayswater was to contribute additional amounts in stages totaling US$14,000,000 in order to complete a feasibility study and to secure mining permits. Upon the Company making the US$14,000,000 cash contribution to RCHI, it would have owned a 50% interest in RCHI. Upon PRRF converting its investment in RCHI into common shares of the Company, the Company would then own a 100% interest in RCHI and, thus, the Reno Creek Property.

Pursuant to the investment agreement and shareholders agreement dated April 7, 2010 (the "Agreements") involving PRRF, the Company was obliged to fund RCHI with US$7,000,000 and pay certain fees to PRRF on or before December 1, 2010. Such funding and payment of fees did not occur. On January 5, 2011, PRRF and the Company entered into an amending agreement in respect of the Agreements whereby PRRF funded the first quarter of the 2011 RCHI budget in the amount of US$1,750,000 and, as a result, the interest held by the Company in RCHI was reduced to 21.29% from 23.08% with a maximum interest the Company could earn in RCHI having been reduced from 50.0% to 45.13%. As a result of this reduction in the Company's maximum earnable interest, PRRF obtained control of the project. The remaining balance of the 2011 RCHI budget, being US$5,250,000 plus certain fees (and accrued interest thereon), was due before March 1, 2011. The Company was unable to secure such funding before March 1, 2011. As a result, PRRF funded the balance of $5,250,000 and, as of March 1, 2011, the interest held by Bayswater in RCHI was reduced to 17.27% from 21.29% with a maximum interest the Company could then earn in RCHI having been reduced from 45.13% to 31.14%.

Upon approval on December 7, 2011 by PRRF and the Company of the calendar 2012 program and budget for the Reno Creek Project in the amount of US$8,000,000, the Company was not able to fund either its obligation of US$7,000,000 and pro-rata share of the balance of US$1,000,000 or certain fees (and accrued interest thereon); and PRRF notified the Company and the parties agreed that PRRF would fund the entire US$8,000,000 for the 2012 program. Consequently, on January 31, 2012, PRRF and the Company further amended the Agreements to reflect such funding by PRRF and reduced the interest held by the Company in RCHI from 17.27% to 13.47% and the maximum interest the Company could then earn in RCHI was reduced from 31.14% to 13.47%.

On March 7, 2013, PRRF completed a further US$2,500,000 investment in RCHI. This financing was the first part of a US$5,500,000 new investment in RCHI which, together with cash on hand at March 7, 2013, will finance the US$7,500,000 2013 Reno Creek work program budget. As a result, the interest held by Bayswater in RCHI was reduced to 12.73% from 13.47% with a maximum interest that Bayswater could then earn in RCHI having been reduced from 13.47% to 12.73%.

During June, 2013, PRRF completed a further US$3,105,000 investment in RCHI. The proceeds from this financing was used by AUC to fund AUC's acquisition of the AUC corporate 5% gross production royalty obligation to Strathmore for US$3,000,000 plus certain fees totaling US$105,000. Following the purchase of the royalty by AUC, the royalty was cancelled. As a result, the interest held by Bayswater in RCHI was reduced to 11.76% from 12.73% with a maximum interest that Bayswater could then earn in RCHI having been reduced from 12.73% to 11.76%.

During August, 2013, PRRF completed a further US$3,000,000 investment in RCHI. This financing is the second of two parts of a total US$5,500,000 (as discussed above). As a result, the interest held by Bayswater in RCHI was reduced to 11.09% from 11.76% with a maximum interest that Bayswater could then earn in RCHI having been reduced from 11.76% to 11.09%.

Pursuant to the Agreements as amended on January 5, 2011 and January 31, 2012, PRRF continues to be entitled to convert its investment in RCHI into common shares of the Company at any time up to six months following the later of completion of a feasibility study or receipt of all requisite mining permits at which time PRRF must convert if not already done so, but in any event PRRF must convert its investment not later than April 7, 2015, provided certain conditions are met. Upon conversion by PRRF, Bayswater will own a 100% interest in RCHI which indirectly holds the Reno Creek property**.**

Reno Creek Property Update

The Reno Creek Property consists of five resource units: North Reno Creek, Southwest Reno Creek, Moore, Pine Tree, and Bing. As a consequence of the completion of a new NI 43-101 Technical Report on Resources, as described in detail below, the Project consists of 21.9 MM lbs of Measured and Indicated U_3O_8 at an average grade of 0.052%, plus 1.6 MM lbs of Inferred U_3O_8 at an average grade of 0.050%. The Property no longer has any identified historical, non-compliant resources.

Preliminary Feasibility Study ("PFS")

On May 27, 2013, the Company announced that it had issued a revised preliminary feasibility study ("PFS") for the Reno Creek Property (as amending a previously-reported PFS issued January 31, 2013) pursuant to National Instrument 43-101, Standards of Disclosure for Mineral Projects. The previously-reported PFS project economics included royalties payable by AUC LLC to land owners but did not incorporate a corporate royalty obligation to Strathmore. The revised PFS incorporates a 5% gross production royalty ("Strathmore Royalty" or "Royalty") payable to Strathmore that was assigned to and assumed by AUC LLC in connection with Bayswater's purchase of Reno Creek Property from Strathmore in 2010. The Strathmore Royalty applies to properties initially sold by Strathmore that now form part of the Reno Creek Project. AUC LLC retains the right to repurchase the Strathmore Royalty in whole or in part at any time prior to the commencement of commercial production for US$2 million per each 1% of the 5% royalty (see news release dated January 7, 2010), for an aggregate purchase price of US$10 million. The purchase price must be paid at least 50% in cash, with AUC LLC having the right, subject to the consent of the Company, to satisfy the balance in common shares of the Company.

Comparison of Project Economics and Royalty Payment Options ($US 000s)

ITEM	Previously Reported Excludes Royalty	Purchase of Royalty: 50% Cash and 50% Bayswater Shares	Purchase of Royalty: 100% Cash	Royalty Paid Over Life of Production
Net Cash Flow (Pre-Tax)	506,757	501,756	496,756	466,533
Net Present Value (8%)	247,246	243,276	239,307	225,086
IRR	45%	44%	43%	42%

The Strathmore Royalty buyout, using half cash and half shares, has the smallest impact on project cash flow and Net Present Value, reducing the NPV from US$247.2 million to US$243.3 million. The greatest reduction of project cash flow occurs if the Strathmore Royalty is paid out over time, reducing the project NPV from US$247.2 million to US$$225.1 million.

As a consequence of the Strathmore Royalty purchase by AUC for US$3,000,000 (discussed in the Investment in Reno Creek Property section above) and its termination by AUC, the amended preliminary feasibility study (PFS) for the Reno Creek project of April 2, 2013, which addressed the potential economic effects of the royalty, has been withdrawn. The original preliminary feasibility study, issued Jan. 31, 2013, contains the operative economics of the Reno Creek Property and should be referred to on a go-forward basis.

Calendar 2012 Plan and Performance

The Calendar 2012 Plan and Budget included the completion of several significant milestones in project development.

1. New NI 43-101 Technical Report on Resources, incorporating 2012 drilling in North and Southwest Reno Creek.
2. Submittal of Application to the Nuclear Regulatory Commission (“NRC”) for a Source Materials License.
3. Submittal of Application to the Wyoming Department of Environmental Quality (“WDEQ”) for a Permit to Mine.
4. Execution of a Boundary Agreement with Uranerz Energy Corp. (“Uranerz”).
5. Preparation of a new Preliminary Feasibility Study (“PFS”), incorporating all of the resources from the Technical Report and the results of process engineering and design, metallurgical studies, and core testing.
6. Acquisition of two data packages applicable to the project – particularly to the Pine Tree Trend.

Preparation of a new Preliminary Feasibility Study (“PFS”), incorporating all of the resources from the Technical Report and the results of process engineering and design, metallurgical studies, and core testing.

Activities During Calendar 2012

Environmental & Permitting. Permit applications were prepared for both the NRC and the WDEQ; the NRC application was ready for submission by mid February, 2012, but was delayed until October 5, 2012 by the ongoing discussions with Uranerz over the boundary agreement (see discussion below). When the boundary agreement was signed, final adjustments to the application were made and the document submitted.

In September, 2012, the WDEQ issued new draft guidance for in situ recovery (“ISR”) uranium projects. This required a significant revision of AUC’s WDEQ application structure. It did not require any additional data, but the entire document was re-written. The application was submitted in January, 2013.

Initial schedules of review by the agencies indicate that it is still possible to have permits and licenses by the end of 2014, which would allow commencement of production in Q1 of calendar 2016.

Boundary Agreement with Uranerz. Uranerz and AUC hold adjacent portions of the North Reno Creek resource. This was occasioned by Strathmore acquiring only the federal minerals and allowing Uranerz to subsequently acquire the adjacent fee minerals. ISR regulations require that operators install a monitor well network ~500 feet outside of any wellfield. Thus, if a wellfield extends to a mineral property line, then the monitor well network lies on another company's holdings. If the parties do not agree to allowing a monitor well network on their property for the purpose of an adjacent mineral holder, then the adjacent mineral holder is obliged to "set back" its operation by the 500 feet, sacrificing the mineral resources near the property line.

AUC and Uranerz executed a boundary agreement in October, 2012. The agreement provides for the mining of each company's resource up to the property line, the setting and operation of monitor wells on the other company's property during mining and restoration, the sequencing of mining to minimize the potential operational conflicts between the companies, and the accounting and payment for inadvertent recovery of uranium from the other company's property.

Resources and Drilling. An additional 464 drill holes, including six core holes, were drilled on the Southwest Reno Creek resource unit in calendar 2012, completing the development drilling necessary to advance the resource unit to the point allowing final delineation drilling leading to construction. The first three Production Units for the Project are located in Southwest Reno Creek. The drill data was incorporated into the new NI 43-101 Technical Report on Resources.

Late in the year, 95 holes, including 3 cores, were drilled on the Moore Unit. It was not possible to include those results in the new Technical Report.

New NI 43-101 Technical Report on Resources. Behre Dolbear completed a new NI 43-101 Technical Report on Resources, released on November 30, 2012 The report included the results of a complete re-estimation of resource over the entire Reno Creek project—all five resource units, incorporating data from 5700 drill holes. The methodology is significantly different from that used by Snow on behalf of Strathmore, and is a step closer to allowing AUC to develop preliminary mine planning and engineering to support the PFS. The principal differences are:

1. The present method measures the resources in each individual roll front, of which there are up to five in the project area. This is essential for mine planning and design.
2. The grade cutoff was 0.01% U_3O_8; the GT cutoff was 0.3. A grade cutoff near the lower end of what is used in industry allows a better evaluation of the continuity of the redox and mineralized fronts. The use of a conservative 0.3 GT cutoff generates more confidence that the ore body is potentially mineable under 2012 economic conditions. Of the nearly 4000 intercepts across the project, fewer than 100 exhibited an average grade less than 0.02%. Each intercept in each front must exhibit a GT of 0.3 or greater to report pounds.
3. The present method uses a triangulation method to estimate grades and thicknesses in each of the fronts across a 25' x 25' grid for each of the five resource units. The pounds and grade for each front are estimated, and then the pounds from each reporting front are summed to report pounds per resource unit.
4. The pounds are classified as to measured, indicated, and inferred based on the distance of each grid cell from a drill hole: <50 feet for measured; <250 feet for indicated; <500 feet for inferred.
5. The density of drilling across the project, based on the large array of data acquired by AUC, plus the approximately 800 new drill holes, are responsible for the fact that 93.2% of resources are classified as measured and indicated.

The results represent a doubling of the M&I resources from the previous NI 43-101 estimates, and a loss of approximately 3 mm lbs of inferred resources. However, the effort also converted the historical resources effectively into compliant NI 43-101 resources. The present estimate of total compliant resources is 23.5 mm lbs at an average grade of 0.052%, compared to 15.7 mm lbs at 0.066%.

The table below summarizes the results of the Technical Report.

MEASURED & INDICATED RESOURCES				
	Tons	**Thickness**	**Grade**	**Pounds**
North Reno Creek	**(MM)**	**Feet**	**%**	**(MM)**
Measured	2.69	18.9	0.055	2.96
Indicated	5.44	15.2	0.047	5.13
Total	**8.13**	**16.4**	**0.050**	**8.09**
Southwest Reno Creek				
Measured	2.86	17.5	0.058	3.32
Indicated	3.58	14.1	0.05	3.55
Total	**6.44**	**15.6**	**0.053**	**6.87**
Moore				
Measured	1.27	13.9	0.061	1.56
Indicated	3.21	11.5	0.046	2.97
Total	**4.48**	**12.2**	**0.051**	**4.53**
Bing				
Measured	0.2	19.3	0.052	0.21
Indicated	0.84	15.2	0.043	0.72
Total	**1.04**	**16.0**	**0.045**	**0.93**
Pine Tree				
Measured	0.15	10.8	0.105	0.32
Indicated	0.66	10	0.086	1.13
Total	**0.81**	**10.2**	**0.089**	**1.45**
Reno Creek Project				
Measured	7.18	17.3	0.058	8.38
Indicated	13.7	13.4	0.05	13.5
Total	**20.9**	**14.8**	**0.052**	**21.9**

Engineering. Various engineering activities were completed in calendar 2012, including metallurgical testing, rock properties testing, hydrologic modeling, plant site selection, identification of the initial wellfields, and preparation for discussions with Uranerz.

- AUC conducted two types of metallurgical testing on cores from SW Reno Creek in particular. Traditional bottle roll tests were conducted on all core holes. Multiple core sections were selected in order to evaluate the variability of recovery of uranium in different fronts and rock conditions (fine to coarse, oxidized to reduced, low grade to high grade, etc.). In addition, key core sections were selected to conduct column leach tests. Column leach tests are somewhat more representative of in situ conditions, and may be used more reliably to develop a sense of the recovery decline curve. The metallurgical tests indicated a recovery percentage well above 80%.

This allowed an overall assumption of 71% for the project as a whole, including potential losses from pounds not actually put under pattern.

- Rock Properties testing revealed the following:
  - Disequilibrium averages approximately 1.3 chemical to radiometric. This number was not applied to the resource estimate.
  - Permeability and Porosity measurements indicated highly amenable production sandstones and effective aquitards confining the production zone. Production zone effective porosity runs approximately 24% with permeabilities of 1-2 darcies. The confining layers exhibit permeabilities of 6 to 8 x 10E-7 darcies. This strongly supports the pump tests carried out at the project.
  - Cementation in the mineralized zones tends to be minimal.

Plans for calendar 2013.

The proposed plan and budget for calendar 2013 is for $7.5 million. The following are the most significant tasks:

- Environmental
  - Move the project forward toward construction. Interaction with NRC and WDEQ to respond to Requests for Additional Information ("RAI"). This includes planning for potential RAIs based on three years of interactions, the decisions made in the application preparation process, and the history of RAIs for other uranium applicants.
  - Continued participation in industry conferences relating to uranium recovery.
  - Implementation of a public outreach program. This is not required by any regulation or permit process, but several other uranium companies have been surprised by NRC or potential objectors and have had to rush to get general public support for their project.
- Resources
  - Drilling to focus on two key areas:
    - North Reno Creek. The poorly drilled block in Section 34 to the SE of the main ore bodies, plus an extension to the north into newly acquired Groves leases has the potential to add as much as 500K pounds.
    - The Pine Tree portion is designed for minimal confirmation, plus extension into prospective areas along the strike of the fronts. However, the project starts with the measurement of ground water levels in order to determine which portion of the identified resources is readily amenable to ISR production.
  - Support a possible revision of the 43-101 near year-end, if appropriate.
- Engineering
  - Waste water treatment options as partial alternatives to Deep Disposal Wells. This process is a very high priority in 2013. Waste water treatment and minimization has been under review since 2011 owing to the high cost and difficulty of permitting DDWs. When AUC's draft DDW permit was issued late in 2012 and received objections from oil companies, we recognized that the amount of flexibility of siting DDWs was becoming reduced. The work addresses three chemical factors (radium, TDS, and trace metals). The intention is to reduce the number of DDWs required, and perhaps produce a significant source of beneficially usable water for stock watering or other purposes.
  - Preliminary design of Production Unit 1.

- Continued metallurgical testing (plus disequilibrium)
- Continued rock properties (porosity and permeability)

Future obligations associated with the Reno Creek Property consist of payments pursuant to maintaining mineral claims and various underlying mineral lease, surface access and property option agreements. The Company's 11.09% share of these future payments through calendar 2015 totals US$81,375.

OTHER PROJECTS

During the year ended February 28, 2013, the Company reduced land holding costs through the elimination of several non-core properties and joint ventures. Land holding costs have been reduced from over US$500,000 to $Nil through the elimination of the Avoca base metals property in Ireland, the Mountain West claims in Nevada, the Hauber earn-in venture with Ur-Energy (TSX: URE) in Wyoming, and through the sale of the Alzada and Elkhorn properties located respectively in Montana and Wyoming. The Company has also terminated its joint venture with UCore Rare Metals (TSX-V: UCU) on the Makkovik claims, Labrador.

During the six months ended August 31, 2013, the Company completed a purchase and sale agreement, between Royal USA Inc., a subsidiary of Aldershot Resources Ltd. ("Aldershot"), and NCA Nuclear Inc. and Kilgore Gold Co., subsidiaries of the Company, whereby Aldershot acquired the Elkhorn and Alzada properties located in Crooke county, Wyoming, and Carter county, Montana. Consideration received by the Company was US$120,000 (received) and 250,000 common shares (received - valued at $2,500).

In addition, during the six months ended August 31, 2013, the Company completed an asset purchase and sale agreement for the sale of its Central Mineral Belt properties for cash consideration totalling $125,000 (received), less a finder's fee of $12,500 paid in cash.

In the Athabasca Basin, Saskatchewan, Bayswater continues to hold its interest in the Collins Bay Extension property under option to CanAlaska. The Company is allowing its minimal interests in the North Thelon Basin in Nunavut to lapse.

Future Plans and Outlook

Given current market conditions, the Company has significantly reduced overhead and project expenditures going forward with a realigned focus primarily on advancing the Reno Creek Project to feasibility and production in the shortest time frame possible and secondarily on acquisition of additional advanced uranium projects and on development of select early stage Canadian and United States projects through joint ventures. These measures will enable the Company to maintain operations and, at the same time, maintain its major property assets and its management team.

Results of Operations

The Company recorded a loss of $54,787 for the three months ended August 31, 2013 (the "current period") compared to a loss of $282,113 during the comparative three months ended August 31, 2012 (the "comparative period"). The decrease in loss of $227,326 was partially due to the fact that the Company executed a planned cost reduction program whereby office and rent expense decreased by approximately $13,000 and $14,400, respectively. In addition, management fees accruing to the former CEO ceased in mid-December, 2012 and, as a result, management fee expense was $30,000 less during the current period. Other factors contributing to the decrease included a $72,000 swing in foreign exchange, an approximate $200,000 swing in unrealized gain on marketable securities, a $237,000 swing in realized loss on sale of marketable securities and a gain on disposal of mineral properties in the current period of $112,499 relating to the sale of the Company's Central Mineral Belt properties.

The Company recorded a loss of $215,269 for the six months ended August 31, 2013 (the "current six-month period") compared to a loss of $675,227 during the comparative six months ended August 31, 2012 (the "comparative six-month period"). The decrease in loss of $459,958 was partially due to the fact that the Company executed a planned cost reduction program whereby office and rent expense decreased by approximately $25,400 and $32,700, respectively. In addition, management fees accruing to the former CEO ceased in mid-December, 2012 and, as a result, management fee expense was $60,000 less during the current six-month period. Other factors contributing to the decrease included a $52,000 swing in foreign exchange, an approximate $26,000 swing in unrealized gain on marketable securities, a $220,000 swing in realized loss on sale of marketable securities and a gain on disposal of mineral properties in the current six-month period of $112,499 relating to the sale of the Company's Central Mineral Belt properties .

Quarterly Information

	Three Months Ended August 31, 2013	Three Months Ended May 31, 2013	Three Months Ended Feb 28, 2013	Three Months Ended Nov 30, 2012
Total assets	$ 8,529,209	$ 8,479,184	$ 8,496,923	$ 10,542,153
Exploration and evaluation assets	8,170,388	8,170,389	8,280,686	10,177,801
Working capital (deficiency)	(2,010,427)	(1,957,121)	(1,908,516)	(1,558,629)
Loss for the period	(54,783)	(160,482)	(2,261,578)	(96,706)
Loss per share	(0.00)	(0.01)	(0.10)	(0.00)

	Three Months Ended Aug 31, 2012	Three Months Ended May 31, 2012	Three Months Ended Feb 29, 2012	Three Months Ended Nov 30, 2011
Total assets	$ 10,507,299	$10,780,829	$ 11,046,051	$32,264,113
Exploration and evaluation assets	10,177,801	10,240,392	10,240,392	31,099,705
Working capital (deficiency)	(1,468,089)	(1,252,952)	(901,011)	(649,661)
Loss for the period	(282,113)	(393,114)	(21,471,073)	(542,102)
Loss per share	(0.	(0.02)	(0.96)	(0.02)

Fiscal 2014

From June 1 to August 31, 2013, total assets increased by $50,025. The increase was mainly due to operating costs incurred during the current period offset by the fact that the Company sold the Central Mineral Belt properties for net proceeds of $112,500.

From March 1 to May 31, 2013, total assets decreased by $17,739. The decrease was mainly due to operating costs incurred during the current period. Also during this period, the Company sold the Elkhorn and Alzada properties located in Crooke county, Wyoming, and Carter county, Montana. Consideration received by the Company was US$120,000 and 250,000 common shares (valued at $2,500) of the purchaser (of which US$10,000 was received as at February 28, 2013).

Fiscal 2013

From December 1, 2012 to February 28, 2013, total assets decreased by $2,045,230. The decrease was mainly due to the write off of exploration assets of $1,886,078 in the quarter, as well as the write off of receivables of $66,667 and the realized loss on sale of marketable securities of $119,704.

During the quarter ended February 28, 2013, the Company recorded a loss of $2,261,578, an increase of $2,164,872 from the prior quarter. The increase was primarily a result of the $1,886,078 in exploration costs written off during the quarter. The increase was also attributed to the write off of receivables of $66,667 and a realized loss on sale of marketable securities of $119,704 in the current quarter.

From September 1, 2012 to November 30, 2012, total assets increased by $34,854. This was mainly due to an increase in the fair value of marketable securities of $56,754 as well as an increase in receivables of $28,884. These items were partially offset by the $40,239 decrease in cash during the period.

During the quarter ended November 30, 2012, the Company recorded a loss of $94,306, a decrease of $187,807 from the prior quarter. The decrease was primarily a result of the $258,817 realized loss on sale of marketable securities recorded in the previous quarter compared to an $11,896 realized loss on sale of marketable securities recorded in the current quarter. Additionally during the prior quarter, the Company recorded a $72,867 write-off of an exploration and evaluation asset compared to $Nil in the current quarter. These were partially offset by a $70,833 unrealized gain on marketable securities recorded in the current quarter compared to a $207,706 unrealized gain on marketable securities recorded in the previous quarter.

From June 1, 2012 to August 31, 2012, total assets decreased by $273,530. This was mainly due to the expending of $208,219 on operating activities and the write-off of costs totaling $72,867 relating to the Mountain West property. This was partially offset by the $47,103 of proceeds received on the sale of marketable securities.

During the quarter ended August 31, 2012, the Company recorded a loss of $282,113, a decrease of $111,001 from the prior quarter. The decrease was primarily related to unrealized gain of $207,706 on marketable securities during the current quarter compared to an unrealized loss of $149,916 on marketable securities recorded in the prior quarter. This was partially offset by the realized loss of $258,817 on the sale of marketable securities during the current quarter, compared to a gain of $16,392 on the sale of marketable securities recorded in the prior quarter.

From March 1, 2012 to May 31, 2012, total assets decreased by $265,222. This was mainly due to the recording of unrealized loss on marketable securities of $149,916 and the expending of $161,875 on operating activities. This was partially offset by the net proceeds of $35,814 received pursuant to a private placement.

During the quarter ended May 31, 2012, the Company recorded a loss of $393,114, a decrease of $21,077,959 from the prior quarter. The decrease was mostly due to the write-off of exploration and evaluation assets of $20,921,325 during the quarter ended February 29, 2012.

Fiscal 2012

From March 1, 2011 to February 29, 2012, total assets decreased by $23,420,247. This was mainly due to the recording of realized and unrealized losses on marketable securities totaling $929,667, the write-off of exploration and evaluation assets of $20,921,325 and the expending of $1,186,952 on operating activities.

During the quarter ended February 29, 2012, the Company recorded a loss of $21,471,073, an increase of $20,928,971 from the prior quarter. The increase was mostly due to the write-off of exploration and evaluation assets of $20,921,325 during the quarter ended February 29, 2012. The Company recorded a loss of $542,102 during the quarter ended November 30, 2011, which was an increase in loss of $51,389 from the quarter ended August 31, 2011. The increase was insignificant. During the quarter ended August 31, 2011, the Company recorded a loss of $490,713, which was a decrease in loss of $143,047 compared to the loss of $633,760 recorded in the quarter ended May 31, 2011. The decrease was mostly due to the higher unrealized and realized losses on marketable securities recorded in the prior quarter (August 31, 2011 - $296,689; May 31, 2011 - $412,248).

Liquidity and Capital Resources

The Company commenced fiscal 2014 with a working capital deficiency of approximately $1,908,000 and cash of $58,847. As at August 31, 2013, the Company had a working capital deficiency of approximately $2,010,427 and cash of $183,499. Operating expenditures incurred during the six months ended August 31, 2013 were primarily funded from cash on hand at February 28, 2013, from net proceeds of $212,797 received pursuant to the sale of exploration and evaluation assets and from the sale of marketable securities yielding net proceeds totaling $3,730.

Included in accounts payable and accrued liabilities are finder’s and establishment fees (including interest accrued thereon) totaling $1,770,298 (US$1,680,556) associated with the acquisition of the Reno Creek Property which were scheduled to be paid by December 1, 2010. The Company does not currently have the working capital required to satisfy these obligations.

For the year ending February 29, 2014, Bayswater anticipates incurring minimal exploration and property maintenance expenditures in order to maintain the Company’s project. The Company has sufficient working capital to sustain operations for the 2014 fiscal year. Bayswater’s main source of financing is through issuances of equity, proceeds from the sale of marketable securities and, potentially, proceeds from the sale of certain mineral properties. Without additional financing for general working capital and to maintain is current properties, the Company may not be able to maintain the minimum listng requirements of the TSX-Venture Exchange beyond fiscal 2014.

The Company does not anticipate generating revenues in the near future and intends to continue its mineral exploration activities. These activities, along with further mineral acquisitions, will need to be funded through additional equity financings.

The Company’s financial statements have been prepared on the basis that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. However, the Company has sustained substantial losses from operations since inception and has no current source of revenue. Continued operations of the Company are dependent on the Company’s ability to complete equity financings or generate profitable operations in the future. The Company’s financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Financing opportunities for companies with early-stage exploration projects are limited at the present time and failure to re-finance the Company in Fiscal 2014 could result in the need to wind-down existing activities.

Related party transactions

During the six months ended August 31, 2013, the Company:

a) Paid or accrued $60,000 (2012 - $60,000) for management fees to the current CEO of the Company.

b) Paid or accrued $Nil (2012 - $60,000) for management fees and $Nil (2012 - $6,000) for rent to a company controlled by the former CEO of the Company.

c) Paid or accrued $16,500 (2012 - $10,500) for administration fees and $4,500 (2012 - $1,500) for rent to a company owned by an officer of the Company.

d) Paid or accrued $25,000 (2012 - $18,750) for directors' fees.

Included in accounts payable and accrued liabilities at August 31, 2013 is $324,669 (February 28, 2013 - $231,979) owing to directors of the Company, to a company controlled by the former CEO of the Company and to the current CEO of the Company, all related to the above transactions.

The remuneration of directors and key management personnel during the six months ended August 31, 2013 and 2012 are as follows:

	2013	2012
Administration fees	$ 16,500	$ 3,750
Directors' fees	25,000	9,375
Management fees	60,000	60,000
Professional fees	17,000	9,750
Rent	4,500	3,000
	$ 123,000	$ 85,875

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Management Change

During December 2012, the Company appointed Victor Tanaka as president and chief executive officer of the Company. Victor Tanaka, PGeo, a director and previously chief operating officer and executive vice-president of Bayswater, replaced George Leary, who remains with the Company as a director. Mr. Leary has stepped down to pursue personal interests. The board of directors wishes to thank Mr. Leary for his valuable service to the Company.

Commitments

During the six months ended August 31, 2013, the Company entered into a management services agreement with the Company's new CEO with remuneration of $10,000 per month. If the Company terminates either agreement, the Company will, in certain circumstances, be obligated to make a termination payment equal to twenty-four times the monthly management fee.

Risks and Uncertainties

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for uranium and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Bayswater is currently earning an interest in certain of its key properties through option agreements and acquisition of title to the properties is only completed when the option conditions have been met. These conditions generally include making property payments, incurring exploration expenditures on the properties and can include the satisfactory completion of pre-feasibility studies. If the Company does not satisfactorily complete these option conditions in the time frame laid out in the option agreements, the Company's title to the related property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

The Company is operating in Canada and the United States. Changing political situations may affect the manner in which the Company operates. The Company's equity financings are sourced in Canadian dollars but for the most part it incurs its expenditures in local currencies or in US dollars. At this time there are no currency hedges in place. All work is primarily carried out through independent consultants and the Company requires that all consultants carry their own insurance to cover any potential liabilities as a result of their work on a project.

Financial and Capital Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables and accounts payable and accrued liabilities approximate their carrying values. The Company's other financial instruments, being cash and marketable securities, are measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist mainly of amounts due from a related company and HST receivable due from the government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable relating to mineral properties and other accounts payable and accrued liabilities are due within one year.

The Company has a working capital deficiency as at August 31, 2013 of $2,010,427. Included in accounts payable and accrued liabilities are finder's and establishment fees (including accrued interest thereon) totaling $1,770,298 (US$1,680,556) associated with the acquisition of the Reno Creek Property.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash and cash equivalents is minimal because these investments roll over daily.

b) Foreign currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, the United States and Ireland. The Company funds cash calls to its subsidiary companies outside of Canada in US dollars and a portion of its expenditures are also in the other local currencies. The greatest risk is the exchange rate of the Canadian dollar relative to the US dollar and a significant change in this rate could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. At August 31, 2013, the Company is exposed to currency risk through the following assets and liabilities denominated in US dollars:

	US $
Cash	16,486
Reclamation bonds	6,688
Accounts payable and accrued liabilities	(1,680,556)
Net exposure	(1,657,382)

Based on the above net exposure as at August 31, 2013, and assuming that all other variables remain constant, a 10% change in the value of the Canadian dollar against the US dollar would affect the loss from operations by $165,738.

c) Price risk

The Company is exposed to price risk with respect to commodity prices, particularly uranium. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

The Company currently maintains investments in certain marketable securities. There can be no assurance that the Company can exit these positions if required, resulting in proceeds approximating the carrying value of these securities.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties. The Company relies mainly on equity issuances to raise new capital and on entering joint venture agreements on certain properties which enables it to conserve capital and to reduce risk. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of exploration expenditures and monitors actual expenditures compared to the estimates in effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs relating to the financing of the investment in the Reno Creek Property and fund its exploration programs. These financing activities may include issuances of additional debt or equity securities or disposal of mineral property interests in order to re-invest the proceeds.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Subsequent Event

Subsequent to August 31, 2013, the Company received $69,825 pursuant to a non-brokered private placement of 1,330,000 units at a price of $0.0525 per unit. Each unit will be comprised of one common share and one common share purchase warrant. Each share purchase warrant will entitle the holder to purchase one additional common share of the Company for two years at a price of $0.075 per share. A finder's fee of $2,625 is payable in cash. This private placement has received regulatory approval and the Company expects to close this transaction on October 31, 2013.

Outstanding Share Data

As at October 30, 2013, there were 22,569,548 common shares issued and outstanding. There were also 2,078,250 stock options outstanding to directors, officers and consultants with an exercise price of $0.30 per share which expire on April 29, 2017 and 2,190,000 stock options with an exercise price of $0.30 per share which expire on February 3, 2018. The exercise price of all stock options was reduced to $0.10 per share during the six months ended August 31, 2013 and subject to TSX Venture Exchange approval as well as disinterested shareholder approval with respect to those stock options granted to insiders of the Company. In addition, 269,240 warrants were outstanding with an exercise price of $0.25 per share, expiring May 24, 2014.